

UNION PACIFIC RAILROAD COMPANY 85320A010

345 PARK AVENUE



NEW YORK, N.Y. 10022

NOV 15 1978  
see \$ 52.00

JAMES V. FAULKNER, JR.  
ASSISTANT EASTERN GENERAL COUNSEL

Washington, D. C.

November 15, 1978

Hon. H. G. Homme, Jr.  
Acting Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

9840  
RECESSION NO. Filed 1425

NOV 16 1978 9 25 AM

INTERSTATE COMMERCE COMMISSION

UNION PACIFIC EQUIPMENT TRUST NO. 1 OF 1979

Dear Sir:

I enclose herewith six executed counterparts of an Equipment Trust Agreement, dated as of November 1, 1978, between Union Pacific Railroad Company (the "Company") and The Chase Manhattan Bank (National Association), Trustee (the "Trustee") (the "Agreement"), covering the purchase by the Trustee and lease to the Company of the railroad equipment described in Schedule A thereof.

The names and addresses of the parties to this transaction are:

TRUSTEE-LESSOR: The Chase Manhattan Bank  
(National Association)  
One New York Plaza  
New York, N.Y. 10015

LESSOR: Union Pacific Railroad Company  
345 Park Avenue  
New York, N.Y. 10022

At the time of delivery and thereafter until the lessee has fully performed its obligations under the Agreement, each unit of railroad equipment will bear the marking:

"Union Pacific Equipment Trust No. 1 of 1979;  
The Chase Manhattan Bank (National Association),  
Trustee, Owner, Lessor."

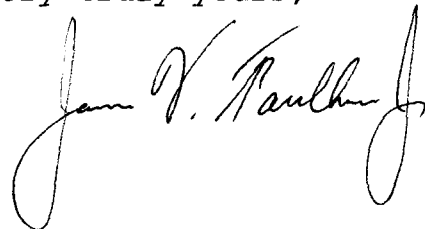
Hon. H. G. Homme, Jr.  
Acting Secretary  
Interstate Commerce Commission  
November 15, 1978  
Page Two

After filing and recordation, four of the enclosed counterparts (Nos. 1-4 of the Agreement) should be returned to James V. Faulkner, Jr., Esq., Assistant Eastern General Counsel, Union Pacific Railroad Company, 345 Park Avenue, New York, N.Y. 10022, or given to the bearer of this letter.

Also enclosed is a check to the order of the Interstate Commerce Commission in the amount of \$50.00 to cover the fee associated with the filing and recordation of the enclosed Agreement.

The undersigned is an executive officer of the Company and has knowledge of the matters set forth above.

Very truly yours,

A handwritten signature in cursive script, appearing to read "James V. Faulkner, Jr.", written in dark ink.

JVF, Jr./ap  
Enclosures

cc: Mr. John J. Mattras

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

JAMES V. FAULKNER, JR.  
ASSISTANT EASTERN GENERAL COUNSEL

9-27-102  
Date **AUG 20 1979**  
Fee \$ 10.00  
ICC Washington, D. C.

RECORDATION NO. 9840-14 Filed 1425  
August 20, 1979

**AUG 20 1979 - 1 15 PM**

INTERSTATE COMMERCE COMMISSION

Hon. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Equipment Trust Agreement, dated as of  
November 1, 1978, between The Chase  
Manhattan Bank (National Association),  
As Trustee, and Union Pacific Railroad Company;  
Recordation No. 9840

Dear Mrs. Margenovich:

Enclosed herewith are executed Counterparts  
Nos. 1 through 6 of a First Supplemental Agreement,  
dated as of August 1, 1979, between The Chase Manhattan  
Bank (National Association), as Trustee, and Union  
Pacific Railroad Company, amending and supplementing  
the above-captioned Equipment Trust Agreement.

After filing and recordation, at least four  
of the Counterparts should be returned to the under-  
signed or given to the bearer of this letter.

Also enclosed is a check in the amount of  
\$10.00 payable to the order of the Interstate Commerce  
Commission in payment of the fee associated with the  
filing and recordation of this document.

Very truly yours,

*James V. Faulkner, Jr.*

JVF/pes

Enclosures

RECEIVED  
FEB 20 1980  
FEE OF \$10.00  
ICC

*Copy to - Eva Korompay*

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

8/20/79

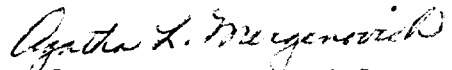
**OFFICE OF THE SECRETARY**

James V. Faulkner, Jr.  
Union Pacific RR. Co.  
345 Park Ave.  
New York, N.Y. 10022

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/20/79 at 1:15pm, and assigned re-recording number(s). 9840-A

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

This First Supplemental Agreement has been executed  
in 10 original counterparts of which this is  
counterpart 1

FIRST SUPPLEMENTAL AGREEMENT, DATED AS OF  
AUGUST 1, 1979, BETWEEN THE CHASE MANHATTAN  
BANK (NATIONAL ASSOCIATION), TRUSTEE, AND  
UNION PACIFIC RAILROAD COMPANY

RECORDATION NO. 9840-A  
Filed 1425  
AUG 20 1979 - 1 15 PM  
INTERSTATE COMMERCE COMMISSION

This FIRST SUPPLEMENTAL AGREEMENT, dated as of  
August 1, 1979, between THE CHASE MANHATTAN BANK (NATIONAL  
ASSOCIATION), a national banking association, as Trustee  
(hereinafter called the Trustee), and UNION PACIFIC RAILROAD  
COMPANY, a Utah corporation (hereinafter called the Company).

WITNESSETH:

WHEREAS, the Trustee and the Company have hereto-  
fore entered into an Equipment Trust Agreement, dated as of  
November 1, 1978 (hereinafter called the Agreement), which  
was filed and recorded pursuant to Section 11303 of the  
Revised Interstate Commerce Act (hereinafter called the Act)  
on November 16, 1978, and assigned Recordation No. 9840; and

WHEREAS, Section 8.4 of the Agreement provides that  
the Company and the Trustee may, in the event that no equip-  
ment trust certificates have been issued or are outstanding  
under the Agreement, amend, supplement or delete any of the  
provisions of the Agreement; and

WHEREAS, no equipment trust certificates have been  
issued or are outstanding under the Agreement as of the date  
hereof, and the Company and the Trustee desire to execute and

deliver this First Supplemental Agreement for the purpose of amending (i) the aggregate principal amount of the Trust Certificates which may be issued under the Agreement, and (ii) the serial maturities of such Certificates, as hereinafter set forth;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that the Agreement be, and it hereby is, amended as follows:

Page 1; Fourth Paragraph; fourth line delete "\$20,000,000" and insert in lieu thereof "\$19,600,000";

Page 2; Form of Trust Certificates; fifth line delete "\$20,000,000" and insert in lieu thereof "\$19,600,000";

Page 2; Form of Trust Certificates; thirteenth line insert after "November 1, 1978" the following "as amended by a First Supplemental Agreement dated as of August 1, 1979";

Page 3; first full paragraph; third line delete "\$20,000,000" and insert in lieu thereof "\$19,600,000";

Page 6; first paragraph; third line delete "15" and insert in lieu thereof "14";

Page 6; first paragraph; fourth line delete "1979" and insert in lieu thereof "1980";

Page 10; first full paragraph; third line delete "\$20,000,000" and insert in lieu thereof "\$19,600,000";

Page 10; fifth paragraph; second line delete "15" and insert in lieu thereof "14";

Page 10; fifth paragraph, fourth line delete "1979" and insert in lieu thereof "1980"; and

Page 16; carryover paragraph; fourth line delete "\$20,000,000" and insert in lieu thereof "\$19,600,000".

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE CHASE MANHATTAN BANK  
(NATIONAL ASSOCIATION),  
as Trustee

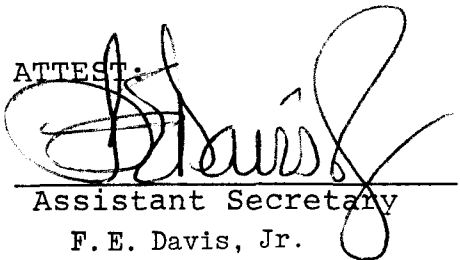
[SEAL]

By

  
Vice President

J.A. Payne

ATTEST:

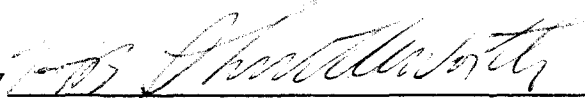
  
Assistant Secretary

F.E. Davis, Jr.

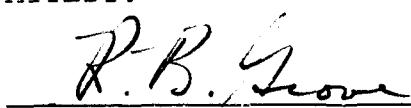
UNION PACIFIC RAILROAD COMPANY

[SEAL]

By

  
Vice President


ATTEST:

  
Assistant Secretary

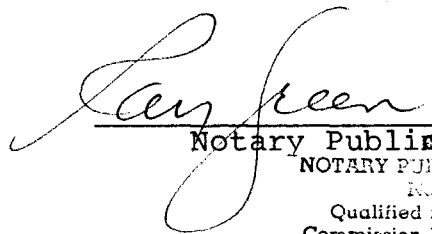
STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

On this 10th day of August, 1979, before me personally appeared J.A. Payne, to me known, who, being by me duly sworn, says that he is a Vice President of THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

  
\_\_\_\_\_  
Notary Public  
JO-ANN VISCONTI  
Notary Public, State of New York  
No. 30-4681569  
Qualified in Nassau County  
Cert. Filed in New York County  
Commission Expires March 30, 1980

On this 17th day of August, 1979, before me personally appeared H.B. Shuttleworth, to me personally known, who, being by me duly sworn, says that he is Vice President of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of the said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public KAY GREEN  
NOTARY PUBLIC, State of New York  
No. 30-4681568  
Qualified in New York County  
Commission Expires March 30, 1980